NEW ASH GREEN VILLAGE ASSOCIATION LTD

Registered Office: Centre Road, New Ash Green, Longfield, Kent DA3 8HH

FIFTY-SECOND ANNUAL GENERAL MEETING
of the New Ash Green Village Association Limited

Date: **3rd November 2021**

Time: **2000**

Location: **Centre Road, New Ash Green, Longfield, Kent, DA3 8HH**

Present:
Bruce Clarke – Chairman (Consultant Member) ("BC")

Representative Members
- Sue Day – Caling Croft
- Dick Joel - Capelands
- Cameron Clark – Chapel Wood
- Tessa Pina – Foxbury ("TP")
- Dean Gorton – Knights Croft
- Barbara Ring – Millfield
- Nigel Nelson – Olivers Mill
- Paula Wilson – Over Minnis ("PW")
- Lynda Bolton – Penenden
- Andrew Juxon – The Mead
- Malcolm Rich – Westfield ("MR")

Consultant Members
- Jerry Ash
- Bob Ashford
- Sharon Brine
- Adrian Clark
- Stephanie Clarke
- Simon Cornelius
- Alexandra Franklin ("AF")
- Muriel Galinis
- Duncan Mackway-Jones
- Alan Pett ("AP")
- Ray Viney ("RV")
- Terry Vivian
- Keith Wale ("KW")

In Attendance:
- Jo McGarvey
- John Cardnell (F W Berringer & Co) ("JC")
- Alice Latta (F W Berringer & Co)

Apologies for absence
Received from:

- Chris Broad-Manges (Consultant Member)
- Patrick Ellard (Consultant Member) ("PE")
- Ken Smith (Representative Member - Ayelands)
- Maureen Wright (Representative Member - Manor Forstal).

Proxy Votes
Proxy Votes had been received from:

- Chris Broad-Manges nominating Alan Pett to vote on his behalf;
- Patrick Ellard nominating Alan Pett to vote on his behalf;
- Maureen Wright nominating Bruce Clarke to vote on her behalf; and
- Ken Smith nominating Dick Joel to vote on his behalf

in the event of any vote on matters to which they were entitled to vote on.

Matters Discussed **Action**

Chairman's Report
BC had prepared a report which had been circulated to all members with the AGM papers. BC summarised the contents of his report and in particular:

- that there is plenty that the VA can and should do better but also much that the VA does well;
- it is accepted that there are things that need to change;
- those that want to be a part of implementing that change and can offer the necessary skills should be brought on board in whatever capacity necessary to enable those changes to happen; and
- although there is a lot of work to be done, there is an exciting road ahead for the village.

AP then took the floor to raise several points put to him by villagers. In summary, AP made the following points:

- He had been asked to call out the failings of the VA;
- The members of the VA are those tasked with scrutinising whether the VA is offering residents value for money;
- AP expressed his thanks to KW for his efforts whilst chairman but that there was nothing in the Chairman's report to show what the VA has done since the start of 2020;
- That minutes of meetings remain draft minutes until the following Council of Management meeting where they are discussed and signed as a correct record; and
- Without circulation of minutes and accounts, scrutiny of the VA is impossible.

BC iterated that the VA had acknowledged there are issues that need to be resolved and the VA is working to do so. BC referred to the report that had been circulated and in particular the recent discussions at Council of Management meetings have been about ensuring openness and transparency. BC stated that the VA has nothing to hide. BC also pointed out that there was a huge amount of misinformation in circulation which was an issue that needed to be addressed and this would be done by making minutes, accounts etc available to all, via RS' and the website.

AP asked whether the Council of Management felt the Amenity Committee was an inconvenience and needed to be quashed. BC confirmed that this was not the case and explained that the Amenity Committee and Council of Management are working closely to improve things for the benefit of the village. BC explained that one of the purposes of the Amenity Committee is to assist villagers which is what the Amenity Committee intends to do.

AP suggested that emails sent to and voicemails left with the office are being regularly ignored, and made specific reference to the Allotment Association and security of tenure for use of the allotments. BC pointed out that this was not the forum to discuss that matter; and made the point that there was a limit to what the office could do in the time available to them.

RV asked what authority AP had to raise these issues and AP commented that AP is still a Consultant Member of the VA and therefore had a right to raise these issues. It was suggested by RV that no more time should be wasted on what has happened before, and that we should be working to move forward. There was unanimous agreement on this point and for the discussion to move on.

No further comments were received from the floor.

Report & Accounts for the year to 31 December 2020
JC presented a full and detailed report of the VA's accounts for the year ended 31 December 2020.

It was noted that as last year there were no changes in the format and as things stand there will be no changes in the reporting standard in the foreseeable future.

JC reminded those present that the statutory accounts are prepared on a different basis to the annual budget, and the management accounts. The statutory accounts are prepared on an accruals basis to comply with legislation.

The budget and management accounts are prepared on a cash basis.

JC confirmed that once again the accounts complied with the necessary legislation with a clean audit report. JC noted that the statutory accounts are also a useful tool for assessing the financial performance and position of the VA on a comparative basis.

JC then referred to the Income and Expenditure Account on Page 14 of the accounts pointing out that the contribution income had increased from £497,678 to £514,886 which was largely due to the increase in contribution rates. The Village Hall letting receipts were significantly lower due to the hall being closed due to the pandemic but that this had been offset by government grants of c.£11k.

JC explained that a detailed analysis of Expenditure was provided on Pages 15 and 16.

JC pointed out that Greenland costs were under budget, and it was noted that this was largely due to reduced salary costs as the team are still not running at full strength.

JC commented that Hardlands costs are broadly in line with 2019 expenditure.

It was noted that administration costs were up slightly largely due to the reduction in meeting room lettings and expenditure on legal advice; whereas other costs have decreased due to no expenditure, again, largely due to the pandemic.

JC commented that the cash surplus of £102,872 was transferred to reserves for non-running costs, projects and capital expenditure in the pipeline.

It was noted that the specific funds had an opening balance of c.£200k with c.£103k being transferred from the general reserves at year end along with the cash surplus, giving a year-end balance of £237k for projects and forthcoming capital expenditure.

JC explained that the reserves of c.£871k are, essentially, the value of what the VA owns less what it owes. This figure includes fixed assets of c.£300k, a debt of c.£250k owed by New Ash Green Sports Pavilion Limited, c.£237k for the specific funds and c.£92k in running costs.

JC concluded by confirming that the Association remained in a sound financial position with sufficient funds to meet its known liabilities as they fall due and invited any queries from the floor.

PW asked for an explanation as to how the Pavilion debt was made up. JC explained that the costs arising in 1987 were paid off by the VA and this money is still owed by the Pavilion. The figure increased over time due to various loans and unpaid sports field maintenance. JC pointed out that the Pavilion has had no major funding in the last few years. BC commented that from the reports he had received, the Pavilion is doing well financially the loans will start to be repaid.

Resolutions
The following resolutions were proposed and discussed:

- An ordinary resolution (details of which had been circulated in accordance with the statutory requirements) to increase the current level of contribution from residents in accordance with Article 63 of the Association's Memorandum and Articles; namely that these should be increased with effect from 26 December 2021 so that the rate shall be £20.30 for each complete 100 square foot of internal floor space.

  Queries were raised regarding the reduction in staff salaries and cleaning costs. It was noted that the staff clean the office themselves in order to reduce costs and thanks were expressed.

  AF raised the issue of Manor Gardens and its inclusion in the village and in particular the requirement for owners of those properties to contribute towards the costs of the VA. BC stressed that this did not form part of the budget (and the resulting proposal being discussed) and that it would not be absorbed into the village due to historic failures to continue the chain of covenants. Despite best efforts it was a situation that arose as a result of historic events which could not be changed.

  The proposed resolution was put to the vote and passed with 26 voting in favour, 1 voting against and 1 abstaining.

  Office
  Increase in rates to be communicated to residents

  It was therefore resolved that the level of contribution due in accordance with Article 63 of the Association's Memorandum and Articles of Association be increased with effect from 26 December 2021 so that the rate shall be £20.30 for each complete 100 square foot of internal floor space.

- A special resolution (details of which had been circulated in accordance with the statutory requirements) to amend Article 12 of the Memorandum and Articles of Association of New Ash Green Village Association Limited so that Article 12 read as follows:

  Office
  Resolution to be filed at Companies House

  "The Council shall consist of up to twenty members who shall, for the time being, reside in the village, or, if not so resident, own property in the village in respect of which a contribution is payable to the Association, and who are elected to office in general meeting. No member shall be disqualified by reason of age from serving as a Council member."

  BC explained that the need to increase the number of positions on the Council of Management stemmed from recent interest and discussions where more people were willing to be involved, which, as well as allowing the VA to make use of skill sets, allowed those already involved to share the workload. Increasing the number of positions on the Council of Management would allow those who want to be involved in taking the village forward to be involved.

  AP then took the floor again and suggested that the 50-year-old Memorandum and Articles of Association the VA currently has had served the village well and the proposed change in numbers was being changed purely for change's sake. Finding volunteers was a continual problem but that the current arrangements were fine. An alternative resolution was proposed by AP, details of which had not been circulated prior to the meeting.

MR commented that having more people involved would aid transparency and expedite the change we want to see.

BC commented that there is a currently a large amount of work to be carried out by a relatively small number of people and agreed that addition of more members will allow change to be affected more quickly.

The proposed amendment as circulated prior to the meeting was put to the vote and passed with 24 voting in favour, 2 voting against and 2 abstaining.

Resignation of Consultant Members
The resignation of those Consultant Members required to resign as circulated previously was noted.

Retirement of members of Council of Management
The retirement of those Members of the Council of Management required to retire as circulated previously was noted.

Election of members of the Council of Management
BC explained that a number of people had come forward to be involved with the VA (and in particular, to sit on the Council of Management) and any other persons wanting to get involved are welcome to discuss skills etc with BC. This includes those who would be interested in joining the Amenity Committee.

Office
Register of members to be updated

Due to the increased number of positions on CoM following the passing of a resolution earlier in the meeting, no election was required and therefore the following nominated for re-election were deemed elected:-

- Bob Ashford (BA)
- Terry Vivian (TV)
- Cameron Clark (CC)

The following new members were nominated and similarly deemed elected under article 37.

- Sharon Brine,
- Simon Cornelius,
- Dean Gorton,
- Duncan Mackway-Jones,
- Ray Viney,
- Dick Joel.

Any other business
TP asked what the plans for the future were. BC gave a short summary of the things that had been identified by the Council of Management as needing attention, including (but not limited to):

- Introducing a bi-annual meeting for chairs of the Residents Societies as a means for communicating proposed changes and any issues faced;
- Developing and implementing a proper communications strategy; and
- Amending the VA's Memorandum and Articles of Association to allow the VA to operate and function more effectively.

Meeting closed at 2125